

BUTLER SNOW LLP

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Counsel for FedEx Supply Chain Logistics & Electronics, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 7
GOODMAN NETWORKS, INC.	§	Case No. 22-31641 (MVL)
Debtor.	§	
	§	

**EXHIBITS TO
FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC'S
OBJECTION TO THE MOTION TO CONVERT CHAPTER 7 CASE TO CHAPTER 11
[Dkt. #147]**

EXHIBIT 2

**DOCUMENT MARKED CONFIDENTIAL SUBMITTED
DIRECTLY TO CHAMBERS**

From: Goodman, Jason [jasong@goodmansolutions.com]
Sent: 11/10/2021 3:26:59 PM
To: james.frinzi@gnetatc.com; James Goodman [james.goodman@genesisnet.com]; Joshua@bondsellis.com
CC: Bobby Forshey [bforshey@forsheyprostok.com]
Subject: Re: Confidential - GNET ATC banking

Jim

Currently Goodman owns ATC. So even if you segregate bank accounts they are still connected.

Get [Outlook for iOS](#)

From: james.frinzi@gnetatc.com <james.frinzi@gnetatc.com>
Sent: Wednesday, November 10, 2021 8:42:05 AM
To: James Goodman <james.goodman@genesisnet.com>; Joshua@bondsellis.com <Joshua@bondsellis.com>
Cc: Goodman, Jason <jasong@goodmansolutions.com>; Bobby Forshey <bforshey@forsheyprostok.com>
Subject: RE: Confidential - GNET ATC banking

[EXTERNAL]: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi,
I spoke with Josh last week and followed up with him last night. He is going to have a discussion with Bobby, and hopefully we can arrive at a plan today.

My understanding is that we need to segregate Goodman and GNET ATC, because the creditors on each side are going to go after the other side. If Goodman Networks controls the bank account of ATC, then I believe it opens the claim that it's all the same company. Similarly, it's hard to say I'm the CEO of ATC if there is no independent authority on spending at any level. I think the goal here is to isolate liability to each respective organization, and not get personally dragged into litigation.

Also, as a practical matter for me, my name is going to be on all of the lawsuits, and I will have to bear the responsibility of settling with creditors. That's fine and what I signed up for the turnaround plan. However, I have no authority settles me with risk, but little domain over my outcome.

First and foremost I want to maintain a plan that protects people with the last name Goodman, and myself from personal liability. Then protect each respective asset, and develop a plan that is reasonable with the bond holders and trade debt creditors.

It might be helpful if we can confer after Bobby and Josh get to confer?

Thanks

From: james.goodman <james.goodman@genesisnet.com>
Sent: Tuesday, November 9, 2021 6:29 PM
To: Elmore, Stephanie S. <selmore@goodmansolutions.com>; James Frinzi <james.frinzi@gnetatc.com>; Sondrup, Samantha K. <ssondrup@goodmansolutions.com>; Joshua@bondsellis.com
Cc: Madison Goodman <maddi.goodman@hotmail.com>; Goodman, Jason <jasong@goodmansolutions.com>
Subject: Re: Confidential - GNET ATC banking

No.

Goodman still owns GNET ATC and we have to have someone to remain as a signature on the account or any GNET ATC account.

Or Goodman needs to approve any payment or withdraw.

James Goodman

From: Elmore, Stephanie S. <selmore@goodmansolutions.com>

Sent: Tuesday, November 9, 2021 6:15 PM

To: James Frinzi; Sondrup, Samantha K.; Joshua@bondsellis.com; james.goodman

Cc: Madison Goodman; Goodman, Jason

Subject: RE: Confidential - GNET ATC banking

Jim,

As discussed:

- Prosperity - will remove Jason/James as the signers on accounts *3872 and *4320 and add you as the signer.
- EastWest - will remove Jason/James as the signers on accounts *0690, *4777, *5895 and *5893 and add you as the signer.
- Hold off on making any changes to the FedEx account with Prosperity, *4352, for now. Reminder that this account is tied to Goodman's tax ID number.

Here is a listing of all bank accounts and tax ID numbers that each bank account was set up under. I'm still waiting to hear back from Texas Partners Bank to find out the tax id for that account.

Tomorrow, I'll reach out to Prosperity and EastWest to find out what paperwork needs to be completed. Jason and James will need to be part of this process.

Bank	Account Name	Account number	Company Name	Tax ID#	Type	Notes
Prosperity Bank	GN Notes Collateral Proceeds	*3992	Goodman Networks	74-2949460	Money Market	GN-Mastec funds in this account/Collateral
Prosperity Bank	Cash Concentration	*1838	Goodman Networks	74-2949460	Operating	GN-Outgoing wires/ACH
Prosperity Bank	GN Collections	*1846	Goodman Networks	74-2949460	Collection	GN collections
Prosperity Bank	GN Control Disbursement	*1853	Goodman Networks	74-2949460	Disbursement	GN check payments
Prosperity Bank	Service Account	*1887	GN Services LLC	46-5158389	Services	GN-\$150k balance
Prosperity Bank	ATC Collection	*3872	GNET ATC	84-2795422	Collection	ATC collections
Prosperity Bank	GNET ATC Collection Acct	*4352	Goodman Networks	74-2949460	Operating	ATC Collections-Fedex deposits
Prosperity Bank	ATC Contol Disbursement	*4320	GNET ATC	84-2795422	Disbursement	ATC check payments
Prosperity Bank	MB Collections	*1861	Multiband Field Services	61-1391746	Collection	MB Collections
Prosperity Bank	MB Contol Disbursement	*1879	Multiband Field Services	61-1391746	Disbursement	MB check payments
Texas Partner Bank	Goodman Networks Inc.	*4831			Escrow proceeds	OEM -Escrow release
East West Bank	Gnet Atc - Operating	*0690	GNET ATC	84-2795422	Checking	OEM-Outgoing wires to VAR vendors (non escrow)
East West Bank	Gnet Atc - Collateral	*4777	GNET ATC	84-2795422	Checking	FRONTIER COMMUN-Incoming collections from forward funding VAR, escrow distributions
East West Bank	Goodman Networks Inc.	*5481	Goodman Networks	74-2949460	Checking	GN-DTV collections posted to this account/other GN collections
East West Bank	Multiband Field Services	*8462	Multiband Field Services	61-1391746	Checking	MBFS collections
East West Bank	Gnet Atc LLC	*5895	GNET ATC	84-2795422	Commerical Loan	no activity
East West Bank	GNET ATC-RLOC	*5893	GNET ATC	84-2795422	Commerical Loan	no activity
East West Bank	Goodman Networks Inc.	*7067	Goodman Networks	74-2949460	Commerical Loan	no activity
East West Bank	Goodman Networks Inc MMA	*7280	Goodman Networks	74-2949460	Money Market	no activity



Stephanie Elmore
Director Accounts Payable
GOODMAN SOLUTIONS

T : 972.421.5179 M : 817.688.8300
selmore@goodmansolutions.com
GOODMANSOLUTIONS.COM
2801 Network Blvd, Suite 300, Frisco, TX 75034

From: James Frinzi <james.frinzi@gnetatc.com>
Sent: Tuesday, November 9, 2021 5:34 PM
To: Sondrup, Samantha K. <ssondrup@goodmansolutions.com>; Joshua@bondsellis.com; James Goodman <james.goodman@genesisnet.com>; Elmore, Stephanie S. <selmore@goodmansolutions.com>
Cc: Madison Goodman <maddi.goodman@hotmail.com>
Subject: Re: Confidential - GNET ATC banking

[EXTERNAL]: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Has this progressed today.

James Frinzi
CEO - GNET ATC
james.frinzi@gnetatc.com
202-430-4500

Sent from [Outlook](#) for iOS

From: Sondrup, Samantha K. <ssondrup@goodmansolutions.com>
Sent: Tuesday, November 9, 2021 1:21:11 PM
To: james.frinzi@gnetatc.com <james.frinzi@gnetatc.com>; Joshua@bondsellis.com <Joshua@bondsellis.com>; James Goodman <james.goodman@genesisnet.com>; Elmore, Stephanie S. <selmore@goodmansolutions.com>
Cc: Madison Goodman <maddi.goodman@hotmail.com>
Subject: RE: Confidential - GNET ATC banking

+ Elmore

@Elmore, Stephanie S. can you please begin process with banks for this?



Samantha Sondrup
Chief of Staff
GOODMAN SOLUTIONS

From: james.frinzi@gnetatc.com <james.frinzi@gnetatc.com>
Sent: Tuesday, November 9, 2021 9:07 AM
To: Joshua@bondsellis.com; James Goodman <james.goodman@genesisnet.com>

Cc: Madison Goodman <maddi.goodman@hotmail.com>; Sondrup, Samantha K. <ssondrup@goodmansolutions.com>

Subject: Confidential - GNET ATC banking

[EXTERNAL]: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi,

I am writing to confirm that after conferring with Josh, and James, we are going to separate the signers of the bank accounts. I am to be the signer on the GNET ATC prosperity account, and Jason or Jody the signer on the Goodman Networks accounts. Can we please move to execute on this? I'm not sure who the point of contact is on this at the bank.

Also, we will have more information on how we proceed with FedEx AP/AR by this afternoon.

Thanks

James Frinzi
CEO - GNET ATC
james.frinzi@gnetatc.com
Ph. 202-430-4500

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EXHIBIT 5

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DIRECTLY TO CHAMBERS**

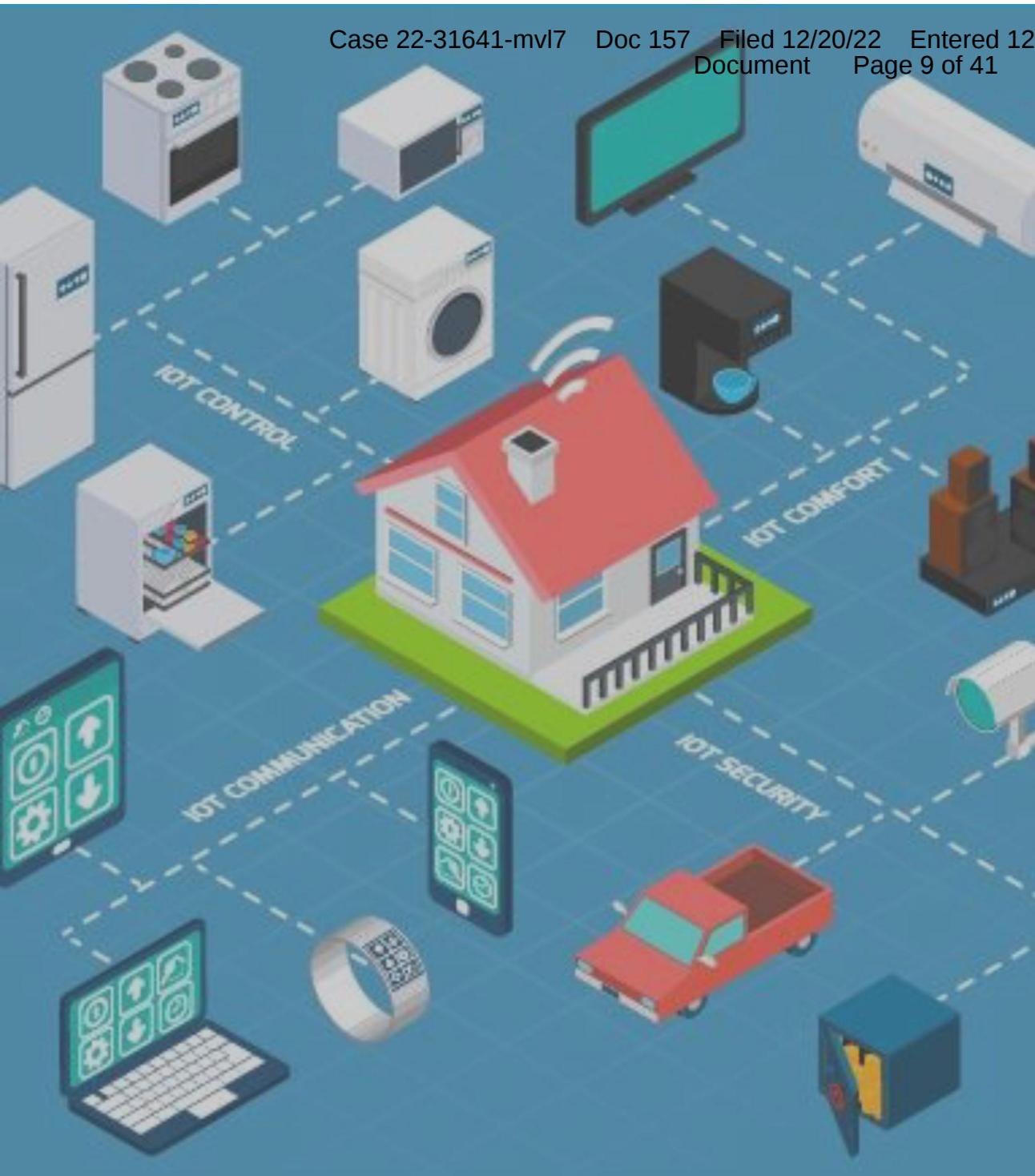


Goodman Networks

BOD Meeting

September 6, 2019





- **Financial update - YTD**
- Strategy review
- Financial & fairness opinion
- Integration planning
- Appendix

Consolidated Income Statement

\$'s in thousands

	YTD June 30, 2019				Proforma
	Goodman	Genesis ATC	Synergies/Adj.	Consolidated	
Revenues	\$ 113,737	\$ 9,106	\$ 0	\$ 122,843	
Cost of revenues	95,157	5,199	0	100,356	
Gross profit	18,580	3,907	0	22,487	
SG&A	16,912	679	(1,242)	16,349	
Loss on sales of account receivable	1,117	0		1,117	
Depreciation & Amortization	3,350	39		3,389	
Restructuring and other transaction costs	2,444	0		2,444	
Operating income (loss)	(5,243)	3,189	1,242	(812)	
Reorganization loss	3	0		3	
Interest expense, net	4,482	1,457		5,939	
Income (loss) before income taxes and discontinued operations	(9,728)	1,732	1,242	(6,754)	
Income tax expense (benefit)	35	73		108	
Income (loss) from continuing operations before discontinued operations	-9,763	1,659	1,242	-6,862	
Discontinued operations, net of income taxes	-86	0		-86	
Net income (loss)	-9,849	1,659	1,242	-6,948	
EBITDA	\$ (1,897)	\$ 3,228	\$ 1,242	\$ 2,573	
Restructure/Reorg expenses	2,447	0	0	2,447	
Loss on Sales of AR	1,117	0	0	1,117	
Adjusted EBITDA	\$ 1,667	\$ 3,228	\$ 1,242	\$ 6,137	

Balance sheet - as of June 30

Assets**Current Assets**

Cash	\$ 1,332	\$ -	\$ -	\$ 1,332	\$ -	\$ -	\$ 1,332
Accounts receivable, net	17,483	200,352		217,835			217,835
Unbilled revenue	3,161	5,157		8,318			8,318
Costs in excess of billings	4,024			4,024			4,024
Inventories, net	4,689	31,097		35,786			35,786
Prepaid expenses and other current assets	7,928	48		7,976			7,976
Income tax receivable	166			166			166
Total current assets	38,783	236,654	-	275,437	-	-	275,437
Property and equipment, net	18,672	226		18,898			18,898
Deposits and other assets	2,558			2,558			2,558
Insurance collateral	14,591			14,591			14,591
Intangible assets, net	4,826			4,826			4,826
Goodwill	58,648	19,765		78,413			78,413
Total assets	\$ 138,078	\$ 236,880	\$ 19,765	\$ 394,723	\$ -	\$ -	\$ 394,723

Liabilities and Shareholders' Deficit**Current Liabilities**

Line of credit	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	10,246	241,137		251,383	(14,000)		237,383
Accrued expenses, current	17,862	15,507		33,369			33,369
Income taxes payable	28			28			28
Billings in excess of costs	1,034			1,034			1,034
Deferred revenue	2,355			2,355			2,355
Liabilities-discontinued operations	40			40			40
Deferred rent, current	6			6			6
Current portion of capital leases and other current liabilities	963			963			963
Total current liabilities	32,534	256,644	-	289,178	(14,000)	-	275,178
Notes payable, non-current	106,881			106,881	-	(106,881)	-
Term Debt Facility					47,000	-	47,000
Accrued expenses, non-current	5,937			5,937			5,937
Deferred revenue, non-current	10,340			10,340			10,340
Deferred rent, non-current	391			391			391
Total liabilities	156,083	256,644	-	412,727	33,000	(106,881)	338,846

Shareholders' Deficit

Common stock	2		2	1			3
Preferred stock	1		1	-		(1)	-
Treasury stock	(11,756)		(11,756)				(11,756)
Additional paid-in capital	47,837		47,837	39,999	(17,999)		69,837
Accumulated deficit	(54,089)		(54,089)	-	51,881		(2,208)
Total shareholders' deficit	(18,005)	(18,005)	40,000	33,881	55,876		
Total liabilities and shareholders' deficit	\$ 138,078	\$ 256,644	\$ -	\$ 394,722	\$ 73,000	\$ (73,000)	\$ 394,722

iNET

Financial update – July

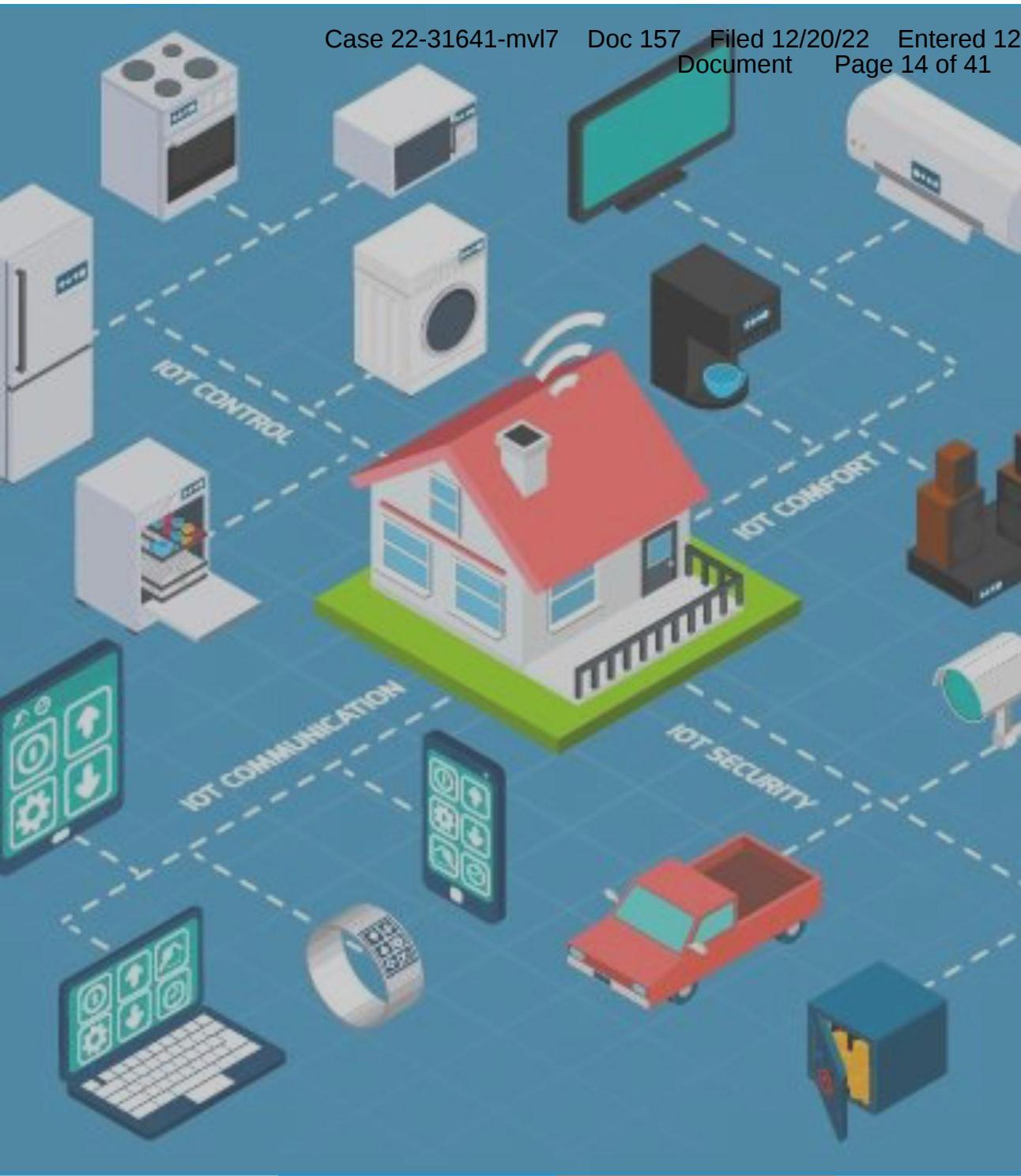
- The company went live with its new D365 ERP on July 1st. This first close process post go-live was anticipated to take longer than our normal 20-day close process.
- July performed at \$1.4M in adjusted EBITDA, slightly higher than the \$1.3M expected

July \$'s in millions	Goodman		Genesis		Proforma	Consolidated	
	synergies	Proforma					
Revenue	\$ 19.1	\$ 1.3			\$ 20.3		
Gross Margin	3.6	0.3					4.0
Adjusted EBITDA	\$ 0.9	\$ 0.3	\$ 0.2	\$ 1.4			

-
- YTD performance is on target, notwithstanding:
 1. \$4M in costs associated with growth and new program launches (i.e., 5G & Amazon)
 2. Amazon is on-target as forecasted YTD
 3. New business with Dish 53-techs initially
 4. Consumer Electronics division growing
 5. DTV trends unchanged, due to subcontractor mix shift margins are up by ~4%
 6. DTV's price increase going into effect 1/1/2020

Financial update - Continued

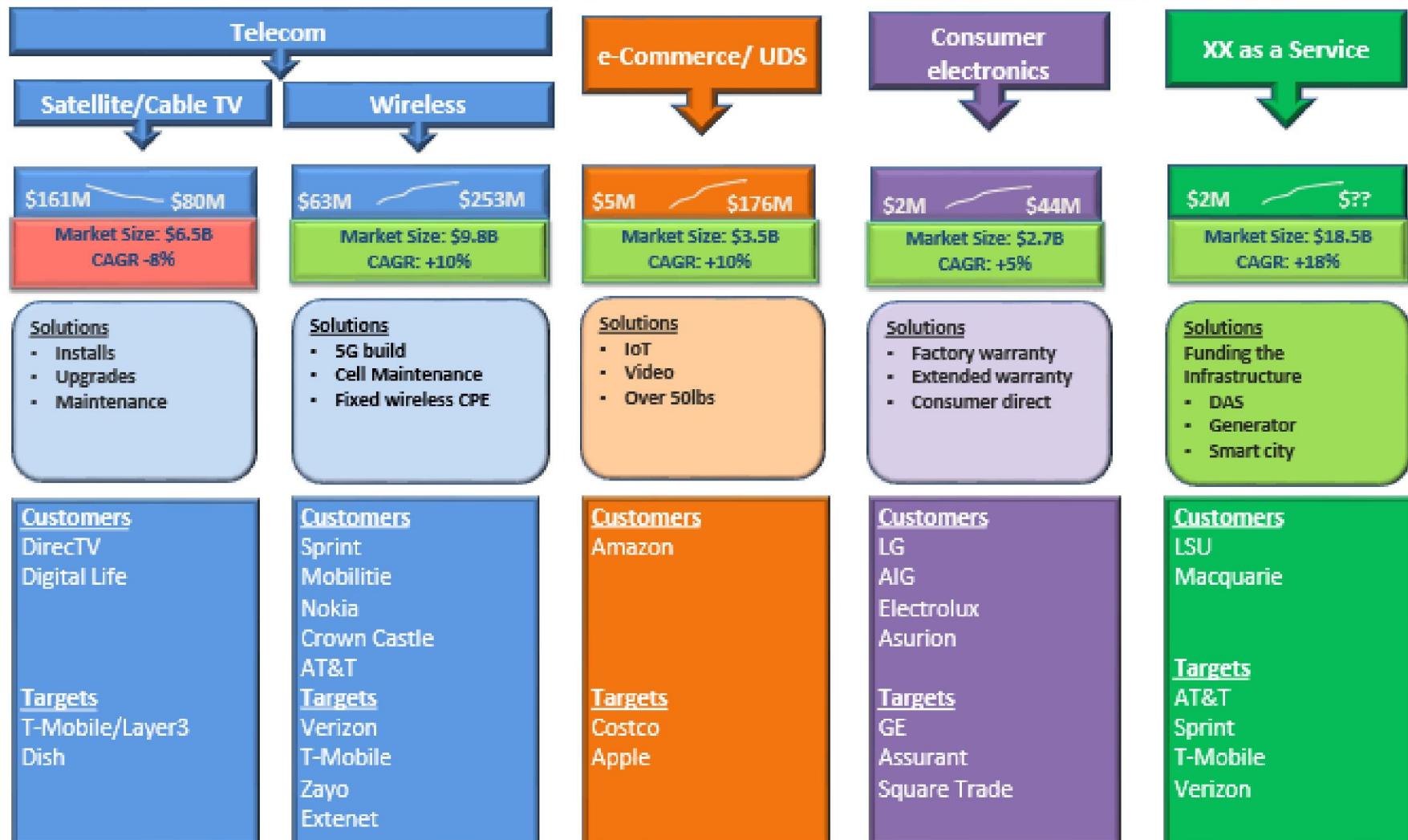
- Q3 will reflect the beginning of the shift in business
 - July performed at \$1.4M in adjusted EBITDA, as expected and budgeted
 - August is projected at \$2.4M and the total for Q3 \$5-6MM
- Q4 results will reflect the positive shift in business from DTV to Amazon and Consumer electronics
 - Projecting a \$7-10M adj EBITDA for Q4
 - EBITDA run rate will be \$28M-\$40M
 - Projections depend on the speed at which we can ramp –the business is contracted
- The refinance and of the balance sheet will open the company up to significant additional AT&T revenues
 - Buying the bonds for \$62MM will create a \$40M gain
 - The equity and gain should provide over \$50M in positive equity
 - The year is expected to be net income positive with no goodwill write down
 - End the year with only \$40M in funded debt
- We are continuing to pivot our field organization as DTV declines, offset by our growth in our new customer base
 - Goodman invested \$4M in Q1 and Q2 to support new customer growth (not capitalized)



- Financial update - YTD
- **Strategy review**
- Financial & fairness opinion
- Integration planning
- Appendix

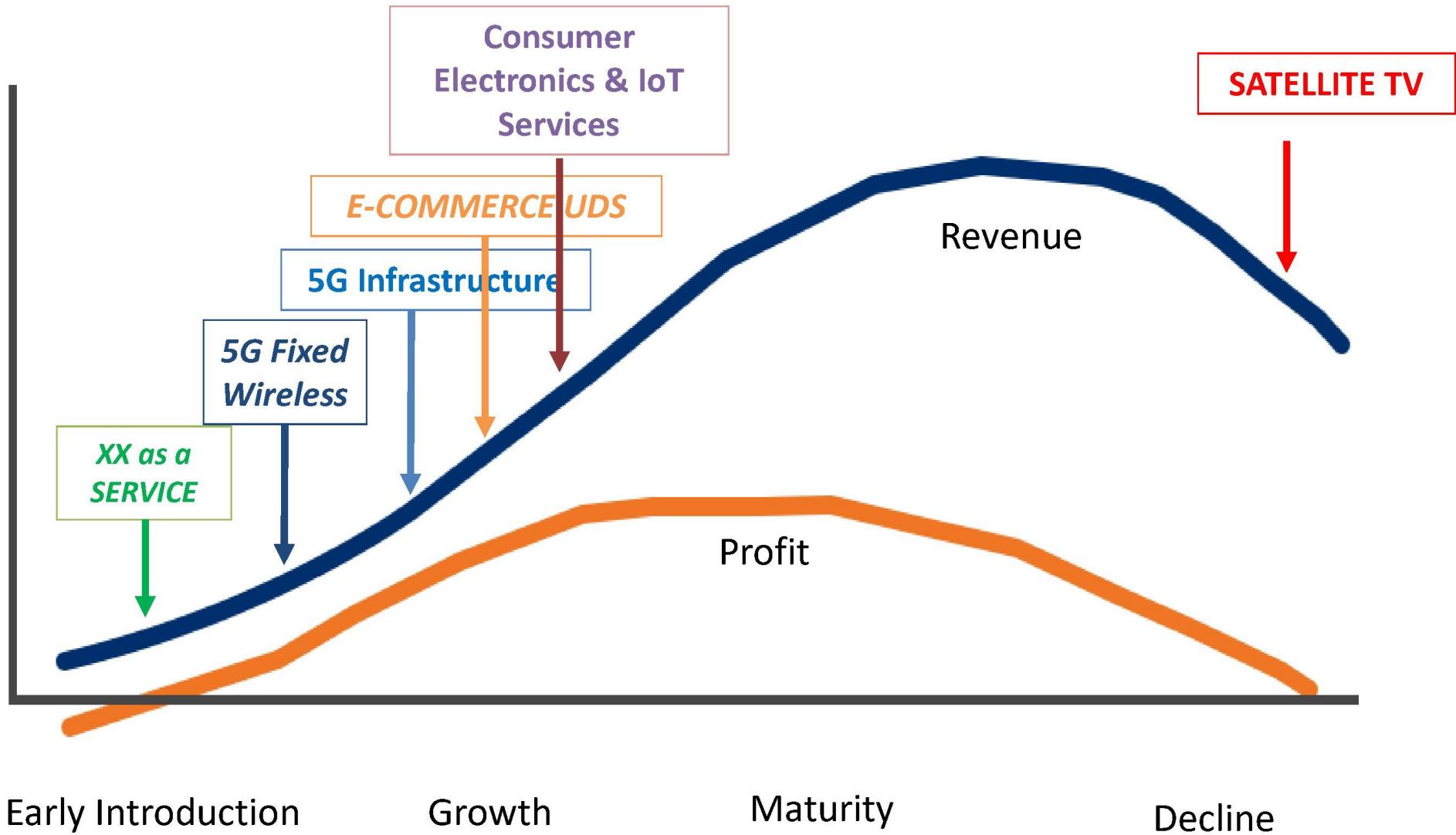
Strategic industry focus

Market-driven synergies applied to existing and new industry verticals



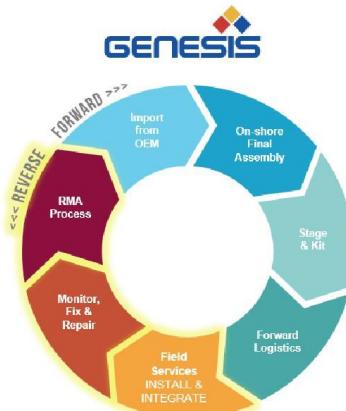
*Synergies driving vertical expansion: **Skilled Technicians** **Business & Consumer Solutions**
Logistics Infrastructure **Business Processes and Metrics** **Geographic Coverage***

Product life cycles



What we do – combined view

unified logistics with last '50-feet' field services



Closed-loop Logistics

Equipment supply chain solutions, from source to final installed destination, including forward & reserve logistics



Mobile Smart Hands™

Macro, small cell and in-building wireless deployments & maintenance



in-home & commercial installation & maintenance services for networking/IoT devices, consumer electronics and AV

who we serve



e-retailers



network operators



OEMs

Capabilities required to scale profitably & differentiate our business

There are many strategic capabilities that Goodman Networks offers that are beyond a specific physical task that our Technicians perform in the home or business. With the right recruiting, training and tools, we can leverage many of these corporate capabilities to grow the types of tasks performed while on site.



Development of outstanding technicians:

- Recruiting (across additional technician categories)
- Training (LMS & classroom for both skills-based learning & customer service)
- Compensation models that attract, retain & incent excellent performance
- Subcontract management (to support seasonality and rural markets)

Compliance & risk:

- Safety – dedicated department & corporate commitment (for our workforce and customers)
- Licensing & certification mgmt.
- Risk Assessment

Scale & geographic reach:

- Ability to replicate capabilities, processes and systems to effectively and quickly open new markets (when following customers into new markets)
- North American vision & strategy

Logistics:

- Warehousing, Inventory Mgmt (truck level), staging, kitting, etc.
- Enables a scaled UDS solution for all customers

Processes & systems:

- Business Intelligence Department (dashboards/KPI's, etc)
- Quality Management System (TL9000) (root cause, corrective actions)
- Systems that measure and ensure consistent performance (see next slide)



Diversifying across new customers & industries (2019 wins)

Telecom



8 Programs @ \$3M
Renewal for 30 months



7 Programs @ \$9.7M
Renewal for eng. 12-months



* AT&T upsell – techdash



Global RF Solutions.



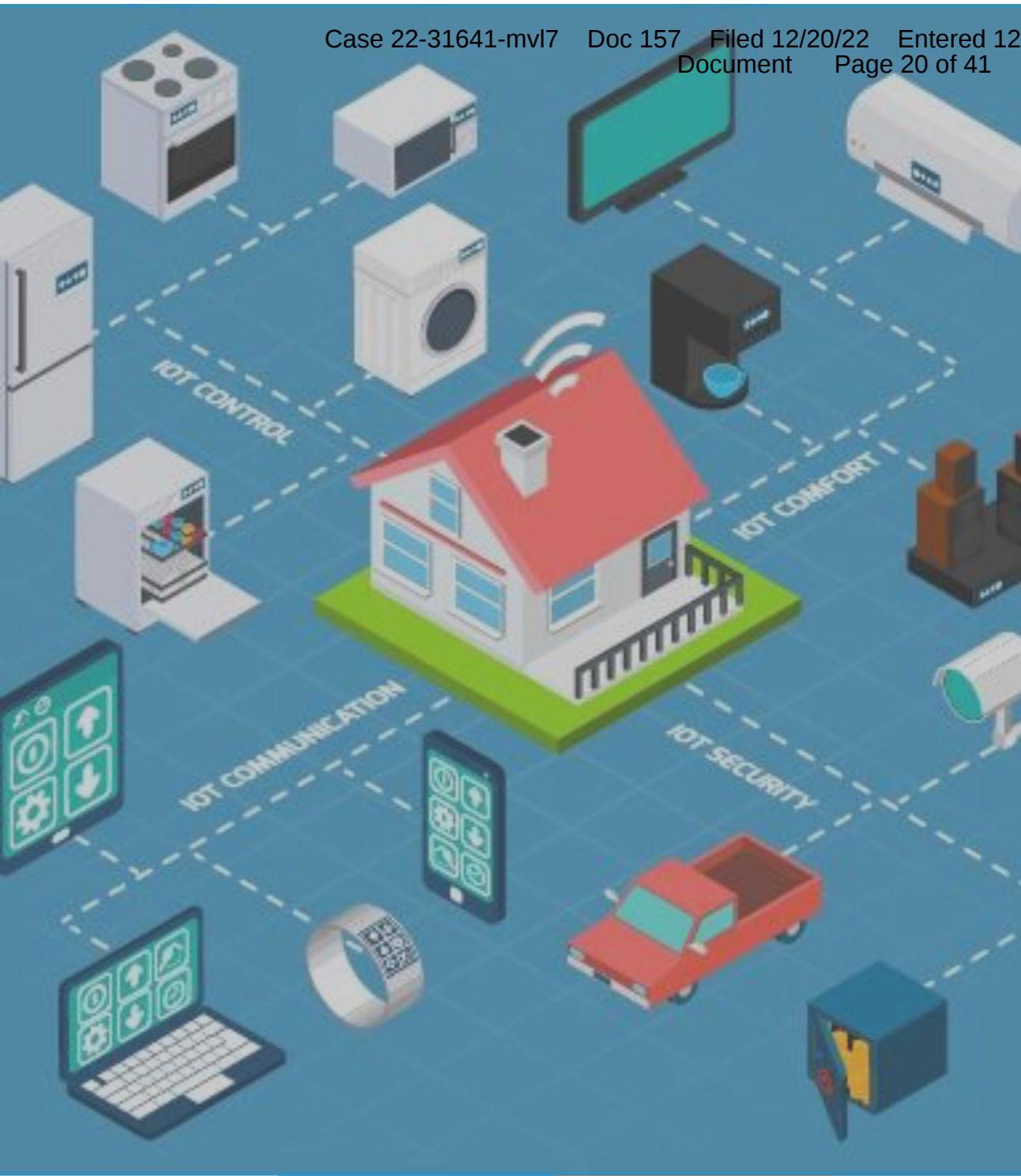
2 Programs @ \$3.2M



E-Commerce & Consumer electronics



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- Financial update - YTD
- Strategy review
- **GenesisATC & fairness opinion**
- Integration planning
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GenesisATC acquisition – Strategic rationale

Notwithstanding the accretive nature of this transaction, we believe this combination allows us to offer a unique unified supply chain solution while fully controlling the customer experience (UDS).

Amazon, AT&T, Sprint, Nokia, LG, Electrolux and Dish want to us to have these combined capabilities.

Large and growing 5G market

- **Opportunity:** planning, timing and logistics of 5G equipment and material deliveries aligned with the tower/small cell installation crews required to get sites on-air, on-schedule
- **Solution:** Genesis provides us the capabilities and experience to stage and manage the equipment and materials to allow our crews to be more effective and efficient, especially important in the emerging small cell category.

Large and growing Smart Home market

- **Opportunity:** Integrated delivery and installation of smart home devices is a premium service and together Genesis/Goodman removes the cost of delivery by integrating the services with the delivery
- **Solution:** Genesis provides us the capabilities and experience to manage a large scale logistics operation and enhances our ability to help us manage logistics in second & third tier cities for Amazon and others

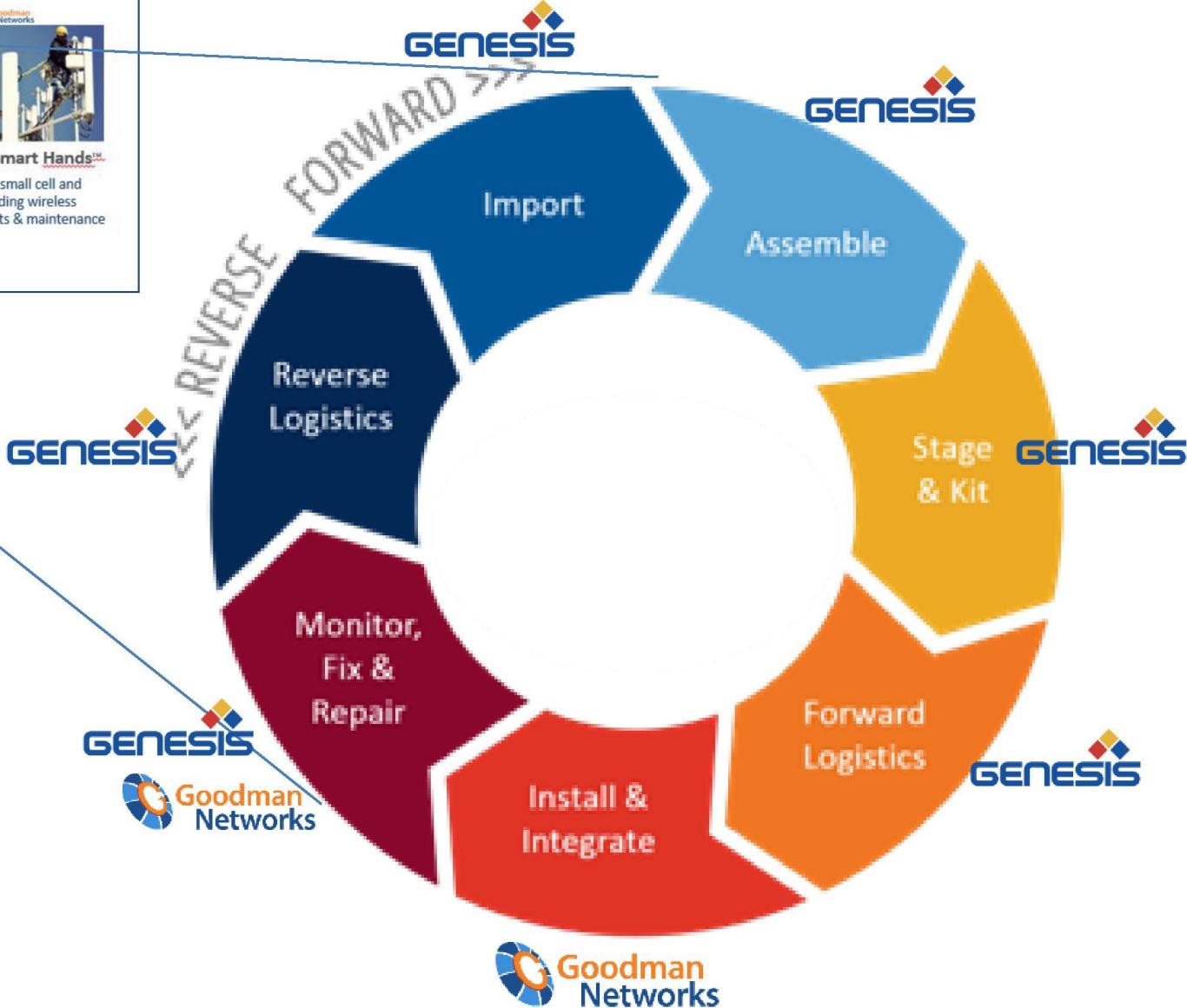
Genesis provides strategic capabilities

- **Electronics logistics are different:** forward & reverse
- **Centralized Kitting/Staging/Software loads** reduces in-field costs & improves quality
- **Single-trip efficiency** of a combined delivery & install is less expensive and a premium service offering
- **Reverse logistics** of electronics and large/bulky items can simplify a challenging part of the retail experience (including return to manufacture & refurb)

Why now

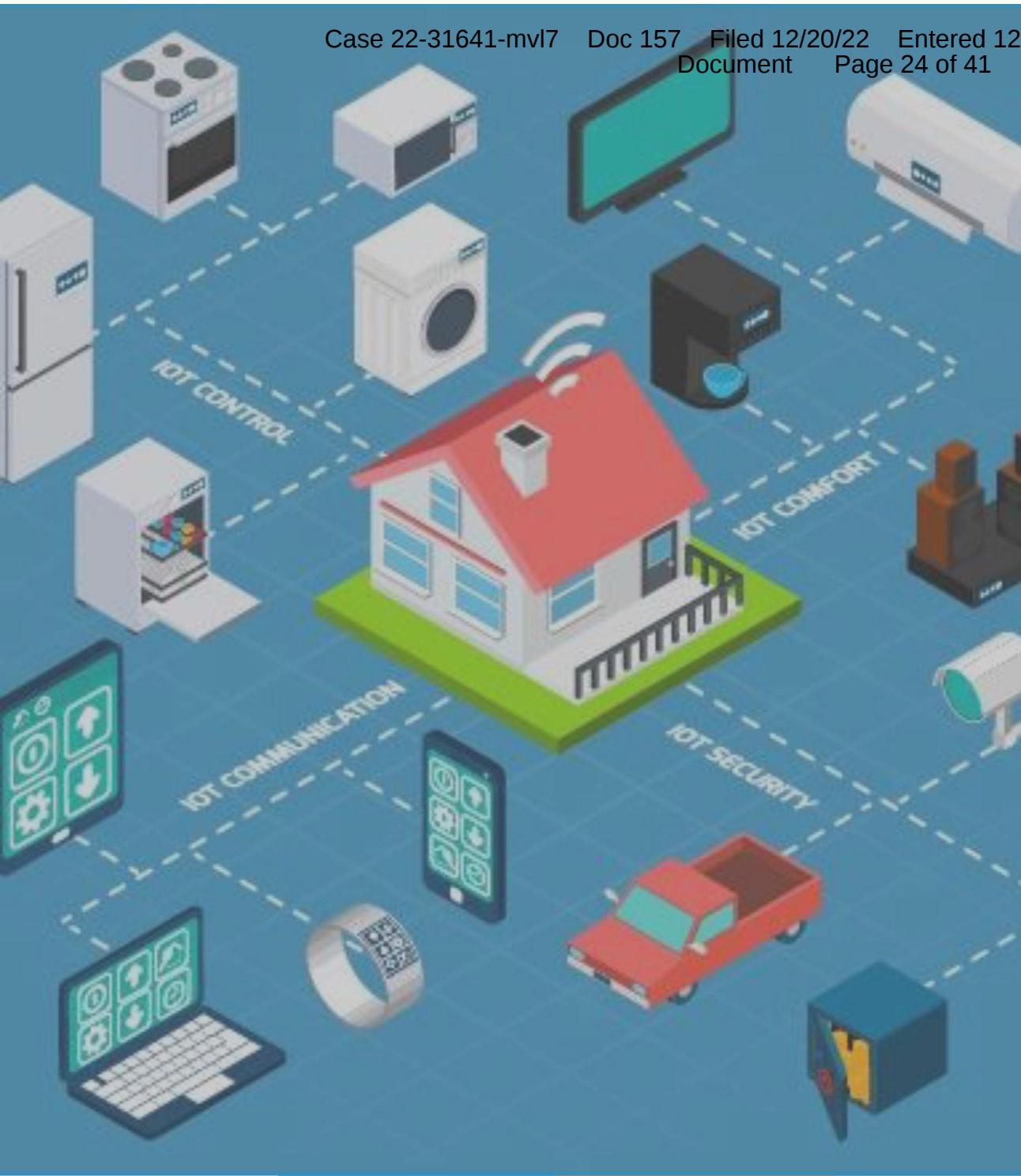
- **Both management teams** have contemplated this combination for several years
- **Customers expect UDS today:** Amazon, AT&T, Sprint, Nokia, LG, Electrolux & Dish
- **Value:** GenesisATC's owner is willing to merge into Goodman via a non-competitive acquisition process.

GenesisATC – Acquisition Strategy



FTI – Fairness opinion discussion

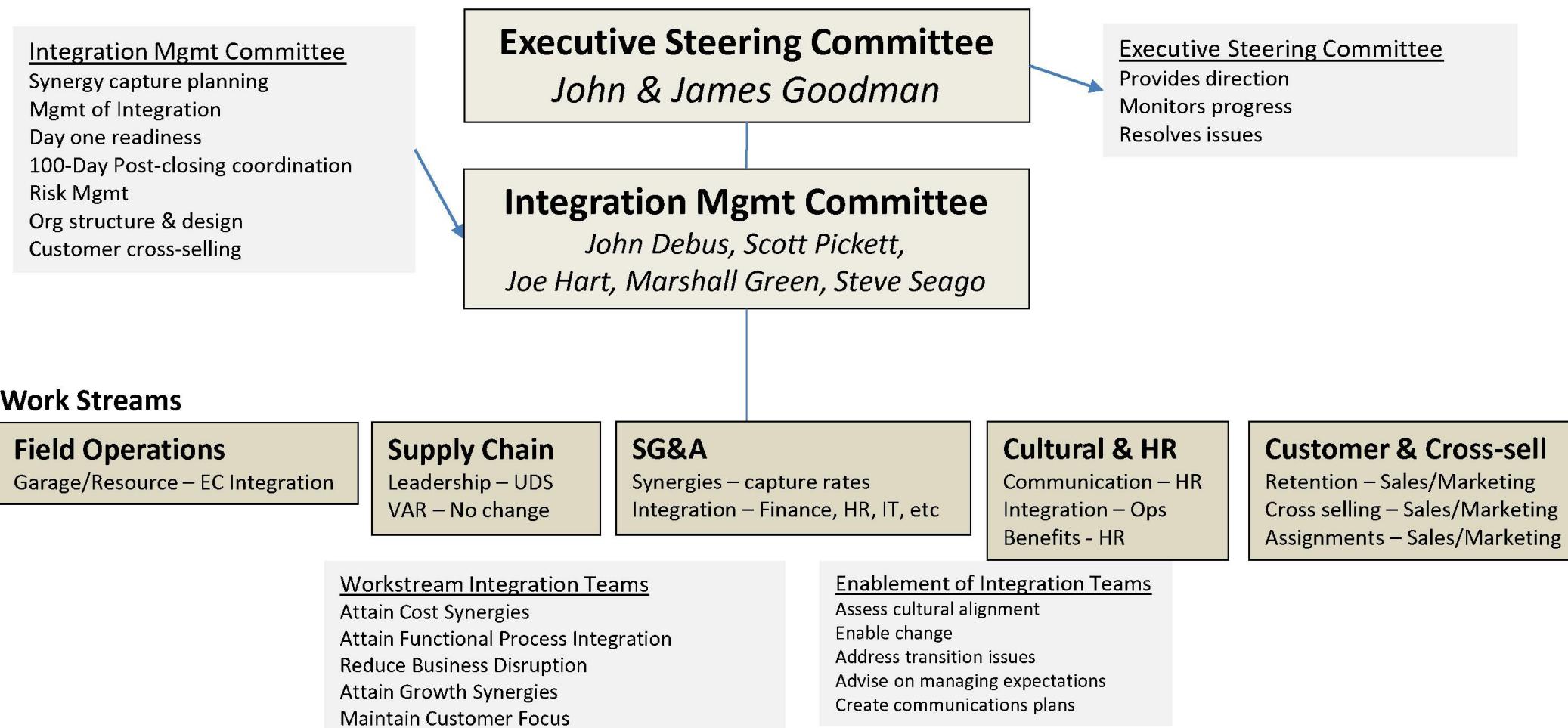
Discussion of Fairness Opinion report provided by FTI



- Financial update - YTD
- Strategy review
- GenesisATC & fairness opinion
- **Integration planning**
- Appendix

Organizing the Integration Plan

- To manage the integration project to success, Goodman is assembling a multi-functional team comprised of workstream leaders from both Goodman and GenesisATC
 - Ultimate oversight of the integration project will be vested in an Executive Steering Committee that will report directly to the Goodman's



Integration timeline



Integration Planning Work-streams:

- Field Operations – Steve Seago, Joe Hart
- Supply chain/Logistics - Joella Terhesh, Lee Williams, Steve Seago, John Debus
- SG&A – John Debus, Cathy Kincy, Pete Foster, Tony Rao
- Culture & HR - Marshall Green, Lew Walker
- Customer & Cross sell – Scott Pickett, Steve Seago

Cadence

- Weekly integration planning team - all hands (Goodman & GenesisATC) planning & status updates
- Monthly Executive reviews with CEO's of Goodman & GenesisATC
- Dashboards to measure synergy capture rates, cross-selling success, turnover rates, etc

Timeline:

Day 1:
APA Closed

Day 3:
Work stream
teams
members
assigned,
schedules to
meet and
define charter

Day 14:
Work stream to
present to IMC
(Integration Mgmt
Committee) their
charter, goals,
timelines, and KPIs to
define integration
plan

Day 45:
Recommendations
including costs,
expected
synergies,
timelines, action
register, etc,
presented to IMC

Day 50:
IMC provides
approval or alter
direction to work
streams. Process
moves to
implementation
stage.



Goodman Networks, Inc.

September 5, 2019

Thank-you.



EXHIBIT 15
TO
FSCLE OBJECTION TO THE MOTION TO CONVERT
CHAPTER 7 CASE TO CHAPTER 11

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Case No. 22-31641-mvl7
GOODMAN NETWORKS, INC., § Involuntary Chapter 7
§
Alleged Debtor. §

**GOODMAN NETWORKS, INC.'S RESPONSES AND OBJECTIONS TO
FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC.'
FIRST SET OF INTERROGATORIES**

TO: FedEx Supply Chain Logistics & Electronics, Inc., by and through its counsel of record, Butler Snow LLP, Attn: Adam Langley and Candice Carson.

Pursuant to Rules 26, 33, 34, and 36 of the Federal Rules of Civil Procedure and Rule 9014 of Federal Rules of Bankruptcy Procedure, Alleged Debtor, Goodman Networks, Inc. d/b/a Goodman Solutions (“Goodman”) serves the following responses and objections to FedEx Supply Chain Logistics & Electronics, Inc. (“FedEx” and/or "FSCLE") first set of Interrogatories (the “Requests” or “Interrogatories”).

Date: November 30, 2022

Respectfully submitted,
AKERMAN LLP

/s/ David W. Parham

David W. Parham, SBN: 15459500
Laura M. Taveras, SBN: 24127243
2001 Ross Avenue, Suite 3600
Dallas, TX 75201
Telephone: (214) 720-4300
Facsimile: (214) 981-9339
david.parham@akerman.com
laura.taveras@akerman.com

*PROPOSED ATTORNEYS FOR ALLEGED
DEBTOR GOODMAN NETWORKS INC.,
D/B/A GOODMAN SOLUTIONS*

CERTIFICATE OF SERVICE

I certify that on November 30, 2022, a true and correct copy of the foregoing document was served via email on the following counsel for FedEx:

Adam M. Langley
Adam M. Langley (admitted pro hac vice)
R. Campbell Hillyer (admitted pro hac vice)
6075 Poplar Avenue, Suite 500
Memphis, TN 38119
Telephone: (901) 680-7316
adam.langley@butlersnow.com

and

Candice Carson
911 Turtle Creek Blvd., Suite 1400
Dallas, Texas 75219
Telephone: (469) 680-5502
candice.carson@butlersnow.com

/s/ David W. Parham
David W. Parham

PRELIMINARY STATEMENT

The answers contained herein are made solely for the purpose of the action set forth in the above-styled cause of action. Each answer is subject to all objections to competence, authenticity, relevance, materiality, propriety, proportionality and any and all other objections and grounds which would or could require or permit the exclusion of any information from evidence, all of which objections and grounds are reserved and may be interposed at the time of trial. Nothing in these answers should be construed as an admission with respect to the proportionality, relevance, or materiality of any fact or document, or of the truth or accuracy of any characterization or statement of any kind contained in FedEx's Requests. Goodman has made a diligent, good faith effort to gather information with which to respond, but has not completed its investigation of the facts relating to this case, its discovery, or its preparation for trial.

For these reasons, all information and/or objections contained herein are based only upon information that is presently available to and specifically known by Goodman. It is anticipated that further discovery, independent investigation, legal research and analysis will supply additional facts and add meaning to known facts, as well as establish entirely new factual conclusions and legal contentions, all of which may lead to substantial additions to, changes in and variations from the answers set forth herein. The following objections and answers are, therefore, made without prejudice to Goodman's right to produce at trial, or otherwise, evidence regarding any subsequently discovered information. Goodman accordingly reserves the right to further supplement, modify, or amend any and all answers herein to the extent required by the Federal Rules of Civil Procedure as research is completed and contentions are made.

GENERAL OBJECTIONS TO DISCOVERY

1. Goodman objects to the Requests to the extent they seek the disclosure of information protected by the attorney-client privilege or the work product doctrine. Nothing in this response is intended to be or should be construed as a waiver of the attorney-client privilege or the work product doctrine, protections afforded to proprietary or confidential information, or information protected by any other applicable privilege or protection. Inadvertent production of such protected information is not intended and shall not operate as a waiver of the applicable privilege or production.
2. Goodman objects to the definitions and instructions to the extent they purport to impose obligations on Goodman beyond those required by the Federal Rules of Civil Procedure, the Local Rules of this Court, and/or any other applicable rule or court order.
3. Goodman objects to the Requests to the extent they purport to require production of documents and tangible things outside of Goodman's possession, custody or control.
4. Goodman objects to the Definition of Goodman Networks. Goodman objects to this definition to the extent it seeks documents or information from any other entity other than Goodman Networks, Inc.
5. Goodman objects to the Requests to the extent they seek the production of documents and tangible things from a source that is more convenient, less burdensome, or less expensive, including documents and tangible things that are publicly available and/or easily or equally obtainable by FedEx or already in FedEx's possession, custody, or control.
6. Goodman objects to the Requests to the extent they seek confidential or proprietary business documents. Unless otherwise objectionable, Goodman will produce such documents subject to the entry of an appropriate protective order.

7. Goodman objects to the Requests to the extent they are not bounded by time.
8. Goodman objects to Definitions No. 5, 7, 8, and 9 to the extent they seek information or documents from “Affiliates.” Here, certain Affiliates are not relevant to the subject matter of this action, or, if relevant, of little or no benefit to FedEx, considering the needs and issues of the case, while placing a wholly unwarranted burden and expense on Goodman in locating, reviewing and producing the requested information and documents.
9. Goodman objects generally to the Requests to the extent that they are unreasonably overbroad in scope, and thus burdensome and oppressive, in that each such Request seeks information pertaining to items and matters that are not relevant to the subject matter of this action, or, if relevant, so remote therefrom as to make its disclosure of little or no practical benefit to FedEx, while placing a wholly unwarranted burden and expense on Goodman in locating, reviewing and producing the requested information.
10. The foregoing General Objections to Discovery and conditions for responses apply equally to each and every response. The repetition, in whole or in part, of any General Objections or conditions for response in response to a specific Interrogatory for emphasis shall not be read to limit the applicability of all the General Objections to Discovery and conditions for responses to each and every Request response.

RESPONSES TO FIRST SET OF INTERROGATORIES

INTERROGATORY NO. 5: Identify all officers, directors, executives, and board members of Goodman Networks during the Relevant Time Period and include the relevant dates of such positions for each individual identified.

RESPONSE: Goodman objects to this Interrogatory on the grounds stated in the General Objections, *supra*.

Without waiving any objections, Goodman responds as follows:

Please see attached **Exhibit 2.**

INTERROGATORY NO. 6: Identify all officers, directors, executives, and board members of GNET ATC during the Relevant Time Period and include the relevant dates of such positions for each individual identified.

RESPONSE: Goodman objects to this Interrogatory on the grounds stated in the General Objections, *supra*.

Without waiving any objections, Goodman responds as follows:

Please see attached **Exhibit 2.**

VERIFICATION

I, John A. Goodman, in my capacity as Consultant for Goodman Networks, Inc., have read the foregoing answers to FedEx Supply Chain Logistic & Electronic Inc.'s first set of interrogatories, and they are true according to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 29, 2022.

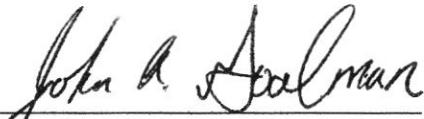

John A. Goodman
Consultant

EXHIBIT 2

Last Name	First Name	BOD Inform	Job Title	Date Started	Date Terminated
Debus	John		CFO & President Shared Services	6/5/2017	12/1/2020
Foster	Pete		Chief Information Officer	2/19/2019	2/15/2021
Goodman	John	BOD	Executive Chairman		
Goodman	James	BOD	Chairman and CEO	10/1/2020	12/31/2021
Goodman	James	BOD	President Home Services Div	10/26/2020	12/31/2021
Goodman	Jason		CEO	3/22/2021	12/31/2021
Goodman	Jason	BOD	Board of Directors	3/22/2021	10/20/2021
Grant	Christopher		President Multiband	8/27/2015	3/11/2021
Green	Marshall		CHRO	3/6/2017	9/17/2021
Hart	Joseph		Chief Operating Officer	8/21/2006	9/13/2021
Kozma	Bradley		CFO	12/3/2020	9/8/2021
Rao	Anthony	Secretary	EVP & General Counsel	2/10/2014	8/2/2021
Goodman	Joseph		VP Sales Business Development	1/1/2018	12/17/2021
Goodman	Joseph	BOD	Chairman and Interim Secretary	3/22/2021	10/22/2021
Keiffer	Mark		CEO	2/24/2020	9/10/2020
Frinzi	James		CEO	10/20/2021	9/4/2022

Note:

Date Started is not necessarily the date the employee held their Officer position. We do not have access to HR records that would indicate any title changes during employment.

BOD information is just a note that the individual was on the BOD at one time. The start and end dates do not apply to this notation. We do not have visibility to these records that were managed by our legal council.